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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:)	
)	
EASY STREET HOLDING, LLC, <i>et. al.</i>)	Bankruptcy Case No. 09-29905
)	Jointly Administered with Cases
Debtors)	09-29907 and 09-29908
)	
)	
Address: 201 Heber Avenue)	
Park City, UT 84060)	
)	Chapter 11
Tax ID Numbers:)	
35-2183713 (Easy Street Holding, LLC),)	Honorable R. Kimball Mosier
20-4502979 (Easy Street Partners, LLC), and)	
84-1685764 (Easy Street Mezzanine, LLC))	[FILED ELECTRONICALLY]
)	

**DECLARATION OF WILLIAM SHOAF IN SUPPORT
OF EASY STREET PARTNERS' MOTION TO EXTEND THE
EXCLUSIVE PERIOD FOR SOLICITING AND OBTAINING
ACCEPTANCES OF ITS AMENDED PLAN OF REORGANIZATION**

I, William Shoaf, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true
to the best of my knowledge, information and belief:

1. I am one of the co-managers of Easy Street Partners, LLC ("Partners"), Easy Street Mezzanine, LLC, and Easy Street Holding, LLC, debtors and debtors in possession in the above captioned cases (collectively, the "Debtors"). I am also the manager of CloudNine – Sky Lodge Management LLC, which manages the day to day operations of the Debtors' business, The Sky Lodge. I am responsible for and totally familiar with the day to day operations, business, and financial affairs of the Debtors.

2. This declaration is submitted in support of the motion (the "Motion") of Easy Street Partners, LLC to extend the exclusive period for soliciting and obtaining acceptances of its amended chapter 11 plan of reorganization and in response to the opposition (the "Objection") filed by WestLB, AG ("WestLB") to the Motion. Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein.

3. Throughout the case, I have prepared numerous budgets and forecasts (collectively, "Financial Information") and have provided such Financial Information to WestLB. In its Objection and the accompanying declaration of Duncan Robertson, WestLB misconstrues the Financial Information it received from Partners at the end of April 2010.

4. WestLB incorrectly asserts that (i) Partners' operating account only holds funds that have already been earmarked for past and current payables, and thus the cash on hand (in excess of \$237,000 at the end of April 2010) should be disregarded in determining the amount of cash collateral remaining to satisfy future obligations, and (ii) the budget projects a net reduction in cash of \$446,740 in April and \$410,882 in May 2010. In fact, the actual cash reduction for April was \$405,154, thereby beating expectations by \$40,000. Moreover, in making these assertions, WestLB ignored that (i) at the end of April, 2010, Partners had \$237,140 in cash in its operating account that was not earmarked to pay any specific obligations and thus should be

included in available cash to pay for future obligations, and (ii) Partners is expected to receive \$125,000 in May and \$100,000 in June from the Homeowners Association (the "HOA"). These glaring omissions result in WestLB misstating the financial condition of Partners.

5. By including the \$237,140 cash in Partners' operating account and the account receivables from the HOA, Partners' projected cash balances at the end of May and June 2010 are \$895,479 and \$669,194, respectively. A correct projection is attached hereto as Exhibit A. This projection is similar to many previously supplied to WestLB. It should be noted that throughout this case, Partners' performance has consistently beat projections and its actual cash positions are regularly greater than projected.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

DATED this 11th day of May, 2010.

A handwritten signature in black ink, appearing to read 'William Shoaf', is written over a horizontal line.

William Shoaf

CERTIFICATE OF SERVICE

I hereby certify that the foregoing Declaration of William Shoaf in Support of Easy Street Partners, LLC's Motion to Extend the Exclusive Period for Soliciting and Obtaining Acceptances of Its Amended Chapter 11 Plan of Reorganization was served this 13th of May, 2010, via first-class mail, postage prepaid, on those parties listed on the attached page(s).

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Mountain Valley Temperature Control
PO Box 429
Pleasant Grove, UT 84062-0429

Muir Copper Canyon Farms
PO Box 26775
Salt Lake City, UT 84126-0775

Muzak LLC
PO Box 71070
Charlotte, NC 28272-1070

Nicholas & Company, Inc.
P O Box 45005
Salt Lake City, UT 84145-0005

Night Vision Landscape Light
2859 West 7550 South
West Jordan, UT 84084-3712

Open Table Inc
PO Box 49322
San Jose, CA 95161-9322

Pacific Seafood - Utah
P O Box 97
Clackmas, OR 97015-0097

Park Avenue Travel
11 Park Avenue
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Parsons Kinghorn Harris
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Salt Lake City, UT 84111

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P O Box 682993
Park City, UT 84068-2993

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Par Springer-Miller System, Inc
782 Mountain Road
PO Box 1547
Stowe, VT 05672-1547

Park City Auto Parts/Hardware
P O Box 244
Heber City, UT 84032-0244

Park City Chamber Bureau
P O Box 1630
Park City, UT 84060

Park City Lock & Key
3946 North Last Run Drive
Park City, UT 84098

Park City Municipal Corp.
PO Box 1480
Park City, UT 84060-1480

Park City Water
PO Box 1480
Park City, UT 84060-1480

Park City WinElectric
PO Box 681729
Park City, UT 84068-1729

Patricia Wagner
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P O Box 29769
New York, NY 10087-9769

Peak Mobile Communications
4910 South Warehouse Road
Salt Lake City, UT 84118-6354

Peets Coffee & Tea
P O Box 12509
Berkeley, CA 94712-3509

Pitney Bowes
P O Box 856390
Louisville, KY 40285-6390

Plaza Dry Cleaners
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Sherman Oaks, CA 91423-2313

Protravel International Inc
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New York, NY 10022-5403

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PO Box 45360
Salt Lake City, UT 84145-0360

Qwest, Inc.
Attn: Bankruptcy Department
PO Box 29040
Phoenix, AZ 85038-9040

Qwest Corp.
Attn: Jane Frey
1801 California Street, Room 900
Denver, CO 80202-2658

Qwest Communications Company
Attn: Jane Frey
1801 California Street, Room 900
Denver, CO 80202-2658

Qwest Long Distance Business Services
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5148 Silver Springs Road
Park City, UT 84098-6034

SL Convention & Visitors Bureau
90 South West Temple
Salt Lake City, UT 84101-1406

Safeguard
P O Box 5
Orem, UT 84059

Schindler Elevator Corporation
P O Box 93050
Chicago, IL 60630

Scott James Jewelry
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Attn: Bankruptcy Dept.
44 Montgomery St # 1100
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Jones Waldo Holbrook & McDonough
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1491 Center Crossing Rd
Las Vegas, NV 89144-7047

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4780 Winchester Court
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File LockBox 51151
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Small Luxury Hotels
2nd Floor-Grantham House
North Street Leatherhead
Surrey KT22 7AZ
GREAT BRITAIN

Amer & Yvette Soudani
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Squire
Attn: Ray Chipman
1329 South 800 East
Orem, UT 84097-7700

Standard Plumbing Supply
PO Box 708490
Sandy, UT 84070

Staples Credit Plan
Dept 51-7861136819
PO Box 689020
Des Moines, IA 50368-9020

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515 East 100 South
P O Box 45033
Salt Lake City, UT 84145-0033

State of Utah
Office of the Attorney General
Tax & Revenue Division
P O Box 40874
Salt Lake City, UT 84114-0874

Step Saver Inc.
1901 West 2425 South
Wood Cross, UT 84087-2463

Stone Ground Bakery
P O Box 581078
Salt Lake City, UT 84158-1078

Sugar House Awning
7526 South State Street
Midvale, UT 84047

Summit Business Services
Attn: Chipper Leonard
4130 Hilltop Court
Park City, UT 84098-4715

Summit County Assessor
PO Box 128
Coalville, UT 84017-0128

Summit County Treasurer
60 North Main
PO Box 128
Coalville, UT 84017

Summit County Public Health Dept
Environmental Laboratory
PO Box 128
Coalville, UT 84017-0128

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c/o Ballard Spahr
201 South Main Street, Suite 800
Salt Lake City, UT 84111-2212

Swire Coca-Cola USA
P O Box 1410
Draper, UT 84020-1410

Sysco Intermountain Food Service
Attn: Steve Lewis
P O Box 27638
Salt Lake City, UT 84127-0638

Sysco Intermountain Food Services Inc
c/o David W. Overholt
Richer & Overholt, PC
901 West Baxter Drive
South Jordan, UT 84095-8687

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Target Labels & Packaging
40 West 3800 North
Hyde Park, UT 84318-4114

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Taylor Capital Management
6641 North Paseo Tamayo
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Teresa Martha Wiss Trust
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The Aspen Times
Colorado Mountains News Media
P O Box 540
Gypsum, CO 81637

The Barbara A Casale Revocable Trust
c/o Robert Dale & Bradley Tilt
Fabian & Clendenin
215 South State Street, Suite 1200
Salt Lake City, UT 84111-2323

The Chef's Garden
9009 Huron-Avery Road
Huron, OH 44839-2448

The Elevator Company
PO Box 736
Bountiful, UT 84011-0736

The Mark and Joann Tattersall Trust
c/o Robert Dale & Bradley Tilt
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Salt Lake City, UT 84111-2323

The Park Record
P O Box 3688
Park City, UT 84060

The Richard C. Casale Revocable
Trust
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Fabian & Clendenin
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Salt Lake City, UT 84111-2323

The Shoaf Family Trust Jan 16 2002
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Baltimore, MD 21279-0782

Union Square Home Owners
Association
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Park City UT 84068-3300

United Fence Co.
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2525 South 2700 West
Salt Lake City, UT 84119-1227

Universal Companies
18260 Oak Park Drive
Abingdon, VA 24210

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1625 South 900 West
P O Box 30408
Salt Lake City, UT 84130-0408

Utah Dept of Workforce Services
P O Box 45249
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Utah Fire Equipment
152 West 1700 South
Salt Lake City, UT 84115

Utah State Tax Commission
Sales Tax
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EXHIBIT A

EASY STREET PARTNERS
2010 BUDGET - Jan-Apr ACTUAL / May & June REFORECAST
CONSOLIDATED

OPERATING STATISTICS	ACTUAL			BUDGET			TOTAL
	JAN	FEB	MAR	APR	MAY	JUNE	
HOTEL OCCUPANCY							
Transient Occupancy	51.0%	66.3%	62.2%	35.7%	35.7%	55.6%	
Owner Occupancy	37.1%	59.0%	48.4%	27.3%	32.2%	48.7%	
Room Nights Occupied	13.9%	7.4%	13.8%	8.4%	3.5%	6.9%	
ADR	522	613	636	353	365	550	
% of Project Sold Out	\$ 1,224.49	\$770.62	\$643.89	\$280.13	\$140.00	\$232.39	
	64.2%	64.2%	64.2%	64.2%	64.2%	64.2%	
PROPERTY MANAGEMENT OCCUPANCY							
Transient Occupancy	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	
Room Nights Occupied	-	-	-	-	-	-	
ADR	-	-	-	-	-	-	
TOTAL CONDO UNITS	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
HOTEL & PROPERTY MANAGEMENT							
TOTAL REVENUES	1,023,062	689,975	799,056	251,541	209,639	456,727	3,429,000
TOTAL OPERATING EXPENSES	535,377	404,448	440,264	240,483	251,502	398,503	2,270,577
NET OPERATING PROFIT/(LOSS)	487,685	285,527	357,792	11,058	(41,863)	58,224	1,158,423
TOTAL UNDISTRIBUTED EXPENSES	36,201	24,375	27,958	8,803	7,337	15,985	120,659
TOTAL OWNER RENTAL COMMISSIONS	146,046	86,227	41,867	23,977	4,081	26,693	328,891
NET HOTEL & PROP MGT PROFIT/(LOSS)	305,438	174,925	287,967	(21,722)	(53,281)	15,546	708,873
	29.9%	25.4%	36.1%	-8.6%	-25.4%	3.4%	20.7%
REAL ESTATE SALES							
FRACTIONAL UNITS SOLD	-	0	0	0			0
TOTAL GROSS SALES	0	0	0	0			-
TOTAL COSTS & COMMISSIONS				3,250			3,250
NET REAL ESTATE PROFIT (LOSS)	-	-	-	(3,250)	-	-	(3,250)
EASY STREET PARTNERS							
HOA DUES							
Residential Dues	34,520	34,520	34,520	34,520	34,520	34,250	206,850
Commercial Dues	20,056	20,056	20,056	20,056	20,056	20,056	120,336
Total Dues	54,576	54,576	54,576	54,576	54,576	54,306	327,186
ADMINISTRATIVE & GENERAL							
ESP Legal & Related	125,000	125,000	125,000	125,000	125,000	125,000	750,000
WLB Legal & Related	100,000	100,000	100,000	100,000	100,000	100,000	600,000
Professional Fees	47,520	31,000	33,500	61,081	33,500	23,000	229,601
Trustee Charges	5,851	1,628	11,050	5,525	5,525	5,525	35,104
Accounting					20,000		20,000
Residential Condominium Property Taxes							
Rent & Other	-	9,800					9,800
Total Administrative & General	278,371	267,428	269,550	291,606	284,025	253,525	1,644,505
NET ESP EXPENSES	332,947	322,004	324,126	346,182	338,601	307,831	1,971,691

EASY STREET PARTNERS
2010 BUDGET - Jan-Apr ACTUAL / May & June REFORECAST
CONSOLIDATED

	JAN	FEB	ACTUAL	APR	MAY	BUDGET	JUNE	TOTAL
NET CASH AVAILABLE FOR DEBT	(27,509)	(147,079)	(36,159)	(371,154)	(391,882)	(292,285)	(292,285)	(1,265,668)
INTEREST AND OTHER BANK PAYMENTS								
WestLB Adequate Protection Payments	34,000	34,000	34,000	34,000	34,000	34,000	34,000	204,000
WestLB Interest Payment post BK								
TOTAL BANK PAYMENTS	34,000	34,000	34,000	34,000	34,000	-	34,000	204,000
NET CASH AFTER BANK PAYMENTS	(61,509)	(181,079)	(70,159)	(405,154)	(425,882)	(326,285)	(326,285)	(1,470,668)

CASH FLOW ANALYSIS

Cash Balances - 4/30/10	808,001
Escrow Accounts	151,220
Lock Box	959,221
Total Cash - Lock Box and Escrow Accts	
Operating Account	
Cash in Account	536,734
Outstanding Checks Issued	(299,594)
Net Cash - Operating Account	237,140
Total Cash On Hand	1,196,361
Cash Inflow (Outflows) During Month	
A/R Collected - HOA	1,196,361
ESP Net Profit (Loss)	125,000
Net Cash Surplus (Deficit)	(425,882)
Projected Cash Balance - End of Month	895,479